

IN THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE

IN RE:

SENTINEL TRUST COMPANY

Case No. 4781 (R.E.L.D.)

**CONSENT ORDER REQUIRING RECEIVER TO WAIVE
WAITING PERIOD TO PERMIT REDEMPTION OF BONDS**

This matter having come before the Court on (a) Motion of Chambers Health Care Society, Incorporated for an Order Requiring Receiver to Waive Waiting Period to Permit Redemption of Bonds (the "Motion"), filed on or about July 20, 2004 and (b) Receiver's Response to Emergency Motion of Third Party Chambers Health Care Society for an Order Requiring Receiver to Waive Waiting Period to Permit Redemption of Bonds (the "Response"), filed on or about August 6, 2004; and

The Court (a) having reviewed Chambers' Motion, the accompanying Memorandum in Support, the Affidavits of William R. Hill, R. Chix Miller, Esquire and Philip M. Rees, Esquire, the exhibits attached thereto (the "Affidavits"), and all other related pleadings, including the Response; and (b) having heard the statements of counsel with respect to the relief requested in the Motion at a hearing before the Court on August 9, 2004 (the "Hearing"); and

All terms not otherwise defined herein have the meanings ascribed to them in the Motion.

The Court having determined that Chambers and the Receiver, through their undersigned counsel, have agreed upon and desire to resolve the Motion and the Response in accordance with the terms of this Consent Order, as indicated by the signatures by the parties' counsel below;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is Granted, subject to the terms of this Consent Order.
2. Chambers is a party in interest in the above-captioned matter and has limited standing to bring the Motion.
3. The Receiver hereby is authorized and ordered to waive the ninety-day waiting period in the Early Redemption Provision of the Indenture upon reliance of the presented affidavits, the financial information provided by Chambers/Wellington and other agreements between itself and Chambers/Wellington.
4. The Receiver hereby is authorized and ordered to deliver to Chambers within two days of the entry of this Consent Order, a payoff letter (the "Payoff Letter"), detailing (a) the total principal amount and interest asserted due under the Riverside Bonds as of August 17, 2004, (b) the amount of interest that would accrue during the thirty days after August 17, 2004, (c) the daily rate at which interest would accrue in the event that the Proposed Agreement does not close on August 17, 2004 and (d) administrative fees and expenses, including counsel fees, of Sentinel. The Payoff Letter shall also provide that the Receiver, upon receipt of the payoff amount set forth in the Payoff Letter, shall, within ten days, cancel the security instruments set forth on Exhibit A.
5. This Order does not affect any rights of either Chambers or West Street to refuse to consummate the Proposed Agreement and either purchase or sell the Facility.

6. Immediately upon the closing of the sale of the Facility, Chambers shall redeem the Riverside Bonds by depositing with the Receiver the amount required by the Payoff Letter (the "Riverside Bond Funds").

7. The Receiver shall hold the Riverside Bond Funds in escrow for the benefit of the Riverside Bond bondholders for the thirty-day notice period, in accordance with the Indenture. At the close of the thirty-day notice period, the Receiver hereby is authorized and ordered to distribute all of the Riverside Bond Funds to the bondholders in accordance with the terms of the Indenture and any related agreements.

8. Nothing in this Order shall limit Chambers' rights and remedies under applicable law.


It is so Ordered this the 10 day of August, 2004.



Chancery Judge R.E. Lee Davies

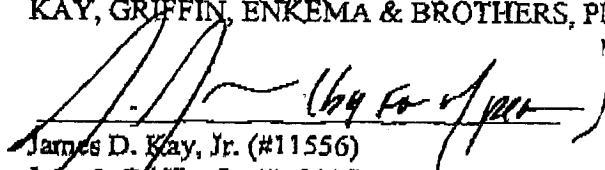
Agreed to and Submitted for Approval:

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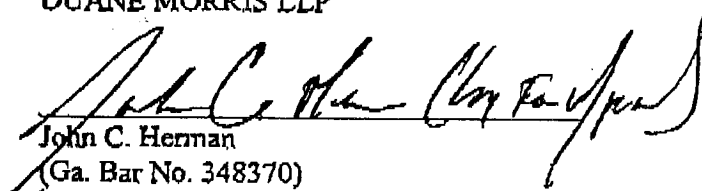
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